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READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0589
Page 1 of 2

(1) LOCK BOX # 358145		FCC/MELLON MAY 12 2004		CE-14-04 8145816 001	
SECTION A - PAYER INFORMATION					
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Sylvia Lesse			(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$860.00		
(4) STREET ADDRESS LINE NO 1 2120 L Street, NW					
(5) STREET ADDRESS LINE NO 2 Suite 530					
(6) CITY Washington,			(7) STATE DC	(8) ZIP CODE 20037	
(9) DAYTIME TELEPHONE NUMBER (include area code) 202-296-8890			(10) COUNTRY CODE (if not in U.S.A.)		
FCC REGISTRATION NUMBER (FRN) REQUIRED					
(11) PAYER (FRN) 0010900918			(12) FCC LINE ONLY		
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET					
(13) APPLICANT NAME Rural LEC Acquisition, LLC					
(14) STREET ADDRESS LINE NO 1 505 Third Avenue East					
(15) STREET ADDRESS LINE NO 2					
(16) CITY Oneonta,			(17) STATE AL	(18) ZIP CODE 35121	
(19) DAYTIME TELEPHONE NUMBER (include area code) 205-625-3591			(20) COUNTRY CODE (if not in U.S.A.)		
FCC REGISTRATION NUMBER (FRN) REQUIRED					
(21) APPLICANT (FRN) 0009468349			(22) FCC LINE ONLY		
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET					
(23A) CALL SIGN/OTHER ID		(24A) PAYMENT TYPE CODE CUT		(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$860.00		(27A) TOTAL FEE \$860.00		(28) FCC CODE 1	
(28A) FCC CODE 1			(29A) FCC CODE 2		
(23B) CALL SIGN/OTHER ID		(24B) PAYMENT TYPE CODE		(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)		(27B) TOTAL FEE		(28) FCC CODE 1	
(28B) FCC CODE 1			(29B) FCC CODE 2		

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE (CONTINUATION SHEET)

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SPECIAL USE
FCC USE ONLY

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT
SECTION BB - ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME Otelco Inc.		
(14) STREET ADDRESS LINE NO 1 505 Third Avenue East		
(15) STREET ADDRESS LINE NO 2		
(16) CITY Oneonta,	(17) STATE AL	(18) ZIP CODE 35121
(19) DAYTIME TELEPHONE NUMBER (include area code) 205-625-3596		(20) COUNTRY CODE (if not in U S A)

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN) 0010883189	(22) FCC USE ONLY
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COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY
(28A) FCC CODE 1	(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1	(29B) FCC CODE 2	
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY
(28C) FCC CODE 1	(29C) FCC CODE 2	
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY
(28D) FCC CODE 1	(29D) FCC CODE 2	
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
(28E) FCC CODE 1	(29E) FCC CODE 2	
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE 1	(29F) FCC CODE 2	

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE (CONTINUATION SHEET)
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SPECIAL USE ONLY
FCC USE ONLY

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT
SECTION BB - ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME
Otelco Telecommunications, LLC

(14) STREET ADDRESS LINE NO 1
505 Third Avenue East

(15) STREET ADDRESS LINE NO 2

(16) CITY
Oneonta,

(17) STATE
AL

(18) ZIP CODE
35121

(19) DAYTIME TELEPHONE NUMBER (include area code)
205-625-3596

(20) COUNTRY CODE (if not in U S A)

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN)
0003741980

(22) FCC USE ONLY

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY
(28A) FCC CODE 1	(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1	(29B) FCC CODE 2	
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY
(28C) FCC CODE 1	(29C) FCC CODE 2	
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY
(28D) FCC CODE 1	(29D) FCC CODE 2	
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
(28E) FCC CODE 1	(29E) FCC CODE 2	
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE 1	(29F) FCC CODE 2	

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE (CONTINUATION SHEET)

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SPECIAL USE
FCC USE ONLY

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT
SECTION BB - ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME
Mid-Missouri Telephone Company

(14) STREET ADDRESS LINE NO 1
215 Roe Street

(15) STREET ADDRESS LINE NO 2

(16) CITY
Pilot Grove

(17) STATE
MO

(18) ZIP CODE
65276

(19) DAYTIME TELEPHONE NUMBER (include area code)
660-834-3311

(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN)

(22) FCC USE ONLY

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID (24A) PAYMENT TYPE CODE (25A) QUANTITY

(26A) FEE DUE FOR (PTC) (27A) TOTAL FEE

FCC USE ONLY

(28A) FCC CODE 1 (29A) FCC CODE 2

(23B) CALL SIGN/OTHER ID (24B) PAYMENT TYPE CODE (25B) QUANTITY

(26B) FEE DUE FOR (PTC) (27B) TOTAL FEE

FCC USE ONLY

(28B) FCC CODE 1 (29B) FCC CODE 2

(23C) CALL SIGN/OTHER ID (24C) PAYMENT TYPE CODE (25C) QUANTITY

(26C) FEE DUE FOR (PTC) (27C) TOTAL FEE

FCC USE ONLY

(28C) FCC CODE 1 (29C) FCC CODE 2

(23D) CALL SIGN/OTHER ID (24D) PAYMENT TYPE CODE (25D) QUANTITY

(26D) FEE DUE FOR (PTC) (27D) TOTAL FEE

FCC USE ONLY

(28D) FCC CODE 1 (29D) FCC CODE 2

(23E) CALL SIGN/OTHER ID (24E) PAYMENT TYPE CODE (25E) QUANTITY

(26E) FEE DUE FOR (PTC) (27E) TOTAL FEE

FCC USE ONLY

(28E) FCC CODE 1 (29E) FCC CODE 2

(23F) CALL SIGN/OTHER ID (24F) PAYMENT TYPE CODE (25F) QUANTITY

(26F) FEE DUE FOR (PTC) (27F) TOTAL FEE

FCC USE ONLY

(28F) FCC CODE 1 (29F) FCC CODE 2

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE (CONTINUATION SHEET)
Page No. 5 of 8

SPECIAL USE
FCC USE ONLY

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT
SECTION BB - ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME Brindlee Mountain Telephone Company		
(14) STREET ADDRESS LINE NO 1		
(15) STREET ADDRESS LINE NO 2 PO Box 130		
(16) CITY Arab,	(17) STATE AL	(18) ZIP CODE 35016
(19) DAYTIME TELEPHONE NUMBER (include area code) 256-586-2682		(20) COUNTRY CODE (if not in U S A)
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) 0001775295	(22) FCC USE ONLY	

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY
(28A) FCC CODE 1	(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1	(29B) FCC CODE 2	
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY
(28C) FCC CODE 1	(29C) FCC CODE 2	
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY
(28D) FCC CODE 1	(29D) FCC CODE 2	
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
(28E) FCC CODE 1	(29E) FCC CODE 2	
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE 1	(29F) FCC CODE 2	

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE (CONTINUATION SHEET)

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SPECIAL USE
FCC USE ONLY

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT
SECTION BB - ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME
Otelco Telephone LLC

(14) STREET ADDRESS LINE NO 1
505 Third Avenue East

(15) STREET ADDRESS LINE NO 2

(16) CITY
Oneonta,

(17) STATE
AL

(18) ZIP CODE
35121

(19) DAYTIME TELEPHONE NUMBER (include area code)
205-675-3596

(20) COUNTRY CODE (if not in U S A)

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN)
0003741931

(22) FCC USE ONLY

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY
(28A) FCC CODE 1	(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1	(29B) FCC CODE 2	
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY
(28C) FCC CODE 1	(29C) FCC CODE 2	
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY
(28D) FCC CODE 1	(29D) FCC CODE 2	
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
(28E) FCC CODE 1	(29E) FCC CODE 2	
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE 1	(29F) FCC CODE 2	

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE (CONTINUATION SHEET)

Page No. 7 of 8

SPECIAL USE
FCC USE ONLY

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT
SECTION BB - ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME

Hopper Telecommunications Company, Inc.

(14) STREET ADDRESS LINE NO 1

505 Third Avenue East

(15) STREET ADDRESS LINE NO 2

(16) CITY

Oneonta,

(17) STATE

AL

(18) ZIP CODE

35121

(19) DAYTIME TELEPHONE NUMBER (include area code)

205-625-3596

(20) COUNTRY CODE (if not in U S A)

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN)

0008702433

(22) FCC USE ONLY

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY
(28A) FCC CODE 1	(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1	(29B) FCC CODE 2	
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY
(28C) FCC CODE 1	(29C) FCC CODE 2	
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY
(28D) FCC CODE 1	(29D) FCC CODE 2	
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
(28E) FCC CODE 1	(29E) FCC CODE 2	
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE 1	(29F) FCC CODE 2	

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE (CONTINUATION SHEET)
Page No. 8 of 8

SPECIAL USE
FCC USE ONLY

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT
SECTION BB - ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME
Blountsville Telephone Company, Inc.

(14) STREET ADDRESS LINE NO 1
PO Box 1049

(15) STREET ADDRESS LINE NO 2

(16) CITY
Blountsville,

(17) STATE
AL

(18) ZIP CODE
35031

(19) DAYTIME TELEPHONE NUMBER (include area code)
205-429-4141

(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN)
0006925440

(22) FCC USE ONLY

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY
(28A) FCC CODE 1	(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1	(29B) FCC CODE 2	
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY
(28C) FCC CODE 1	(29C) FCC CODE 2	
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY
(28D) FCC CODE 1	(29D) FCC CODE 2	
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
(28E) FCC CODE 1	(29E) FCC CODE 2	
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE 1	(29F) FCC CODE 2	

K R A S K I N, M O O R M A N & C O S S O N, L L C
ATTORNEYS AT LAW

2120 L Street, N.W., Suite 520
Washington, D.C. 20037

Telephone (202) 296-8890
Telecopier (202) 296-8893

Of Counsel
Sylvia Lesse

May 12, 2004

Marlene H. Dortch
Secretary
Federal Communications Commission
445 Twelfth Street, SW
Washington, DC 20554

Re: Joint Application for Transfer of Control of Domestic
and International Authorizations Pursuant to the Commission's
Streamlined Processing Rules

Rural LEC Acquisition LLC, Otelco Telecommunications LLC,
Otelco Telephone LLC, Hopper Telecommunications Company, Inc.,
Brindlee Mountain Telephone Company, Blountsville Telephone Company, Inc.,
Mid-Missouri Telephone Company and Otelco Inc.

Dear Madam Secretary:

On behalf of the named applicants, we attach herewith an original and five (5) copies of the referenced application. The appropriate FCC Forms 159 and application fees totaling One Thousand Seven Hundred Twenty Dollars (\$1720.00) are being submitted this date to the Commission's depository agent, Mellon Bank, in Pittsburgh, Pennsylvania.

Please contact the undersigned with any questions regarding this filing.

Respectfully submitted,


Sylvia Lesse

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)
)
Rural LEC Acquisition LLC,)
Otelco Telecommunications LLC,)
Otelco Telephone LLC, Hopper)
Telecommunications Company, Inc., Brindlee)
Mountain Telephone Company, Blountsville)
Telephone Company, Inc., and)
Mid-Missouri Telephone Company) File No. _____
)
and)
)
Otelco Inc.)
)
For Consent to Transfer Control pursuant to)
Section 214 of the Communications Act of 1934,)
as amended)

**JOINT APPLICATION FOR TRANSFER OF CONTROL OF
DOMESTIC AND INTERNATIONAL AUTHORIZATIONS PURSUANT TO
THE COMMISSION'S STREAMLINED PROCESSING RULES**

Rural LEC Acquisition LLC ("RLEC"), Otelco Telecommunications LLC, Otelco Telephone LLC, Hopper Telecommunications Company, Inc., Brindlee Mountain Telephone Company, Blountsville Telephone Company, Inc., and Mid-Missouri Telephone Company (collectively, "Applicants") hereby request authorization for the transfer of control of RLEC and its successor in interest, Otelco Inc., in the context of an initial public offering.

Applicants seek streamlined processing of this request pursuant to sections 63.04 and 63.24 of the Commission's Rules. This Application is being filed simultaneously with the International Bureau and the Wireline Competition Bureau.

Background

Applicants Otelco Telephone LLC, Hopper Telecommunications Company, Inc., Brindlee Mountain Telephone Company, and Blountsville Telephone Company, Inc., are rural local exchange carriers ("LECs") providing service in rural portions of north central Alabama. Applicant Mid-Missouri Telephone Company is a LEC providing service in rural portions of central Missouri. Applicant Otelco Telecommunications LLC possesses Commission authorization to provide global resale service (*see* File No. ITC-214-19981211-00879) and offers domestic and international long distance service to local service customers of the four Alabama LECs.

RLEC, a closely-held Delaware limited liability company, is the indirect parent of the four Alabama LECs and their long distance affiliate.¹ Together, these LECs operate approximately 29,455 access lines. As part of the proposed transaction, RLEC's successor (see below) proposes to acquire the stock of Mid-Missouri Holding Corp., currently wholly-owned by an affiliated entity, Mid-Missouri Parent, LLC. Mid-Missouri Holding Corp. owns 100% of the capital stock of Mid-Missouri Telephone Company, which operates approximately 4,179 access lines.

Prior to this acquisition, RLEC proposes (1) the merger of Otelco Holdings LLC into its parent company, RLEC and (2) a *pro forma* conversion of RLEC into a Delaware corporation, changing its name to Otelco Inc. ("Otelco"). Otelco proposes to conduct a public offering whereby it will issue Income Deposit Securities ("IDSs"), each of which will represent one share of Class A Common Stock and a note representing senior subordinated

¹ RLEC owns 100% of Otelco Holdings LLC. Otelco Holdings LLC owns (i) Otelco Telephone LLC, (ii) Otelco Telecommunications LLC, (iii) through its ownership of Page & Kiser Communications, Inc., Blountsville Telephone Company, Inc. (iv) through its ownership of Brindlee Holdings LLC, Brindlee Mountain Telephone Company, and (v) through its ownership of Hopper Holding Company, Inc., Hopper Telecommunications Company, Inc (*see* Attachment 1 – Current Rural LEC Acquisition LLC Structure).

debt. The offering is expected to reduce the current owners' collective interest to an amount not exceeding 20%.² It is anticipated that the IDSs will, following the public offering, be widely held, and that no single shareholder will hold a controlling interest in Otelco.

After the transaction, each LEC will continue to exist and operate in its same service territory, under the same trade name, providing service pursuant to existing rates, terms and conditions. The proposed transactions will, accordingly, be transparent to consumers.

The proposed transaction is entitled to streamlined treatment pursuant to section 63.03(b)(2)(iii) of the Commission's Rules because it would result in the Otelco subsidiaries having a market share in the interstate, interexchange market of less than 10%; the Otelco rural LEC subsidiaries having, in combination, fewer than two (2) percent of the subscriber lines installed in the aggregate nationwide; and the transaction would result in no new overlapping or adjacent service areas.

Transfer of Control of International Section 214 Authorization

Applicant Otelco Telecommunications LLC resells switched international long distance toll services to residential and business customers pursuant to an international Section 214 authorization granted by the Commission under File No. ITC-214-19981211-00879. In accordance with the requirements of Section 63.24(e) of the Commission's Rules, Applicants submit the following information:

² After the public offering, the original equity holders collectively will hold no less than 10%, having granted an option to the underwriters as an over-allotment contingency.

(1) Name, address and telephone number of each applicant:

Transferor:

Rural LEC Acquisition LLC
505 Third Avenue East
Oneonta, AL 35121
Telephone: 205-625-3596

Transferee:

Otelco Inc.
505 Third Avenue East
Oneonta, AL 35121
Telephone: 205-625-3596

(2) Government, state or territory under the laws of which each corporate or partnership applicant is organized

Rural LEC Acquisition LLC is a limited liability company organized under the laws of the state of Delaware. Otelco Inc. will be a corporation organized under the laws of the state of Delaware.

(3) Name, title, post office address, and telephone number of the officer or contact point to whom correspondence concerning the application is to be addressed

For each of Otelco Inc. and Rural LEC Acquisition LLC:

Michael D. Weaver
CEO
505 Third Avenue East
Oneonta, AL 35121
Tel. 205-625-3596
Fax 205-625-3528

With copies for each applicant to:

Sylvia Lesse
Of Counsel
Kraskin, Moorman & Cosson, LLC
2120 L Street, NW, Ste. 520
Washington, DC 20037
Tel. 202-296-8890
Fax 202-296-8893

(4) Statement as to whether the applicant had previously received authority under Section 214 of the Act.

Applicant RLEC, owns 100% of the interest in Otelco Holdings LLC,³ which, in turn, owns 100% of the interest in Otelco Telecommunications LLC. Otelco Telecommunications LLC holds global switched resale authority under Section 214 pursuant to a grant under File No. ITC-214-19981211-00879. No other applicant has applied for or holds any international Section 214 authorization.

(5) Application purpose.

Applicants seek authorization to transfer control of the global resale Section 214 authorization of Otelco Telecommunications LLC (File No. ITC-214-19981211-00879). Applicant RLEC certifies that both it and its successor will comply with the terms and conditions of Sections 63.21 and 63.23 of the Commission's Rules.

(6) Non-streamlined services.

N/A

(7) Environmental Assessment

N/A

(8) Name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least ten percent of the equity of the applicant entities:

Otelco Telecommunications LLC, a Delaware limited liability company, is wholly owned by Otelco Holdings LLC, a Delaware limited liability company. Otelco Holdings LLC is wholly owned by Rural LEC Acquisition LLC ("RLEC"), a Delaware limited liability company. As part of the proposed transaction, Applicants propose the merger of Otelco Holdings LLC into RLEC. Each entity (address provided in response to question (1)) is a holding company.

Under the instant proposal, RLEC will convert into a Delaware corporation, and change its name to Otelco Inc. ("Otelco"). Otelco will offer IDs to the public, resulting in a significant dilution of the current ownership, provided below:

³ Under the instant proposal, Otelco Holdings LLC will be merged into its parent, RLEC.

Current Ownership Structure of RLEC

RLEC is a U.S. limited liability company organized under the laws of the state of Delaware. RLEC's principal business is telecommunications. RLEC's address is 505 3rd Avenue East, Oneonta, AL 35121.

<u>Name</u>	<u>Percentage Ownership</u>	<u>Principal Business</u>
CEA Capital Partners USA, L.P. ⁴ (a Delaware Limited Partnership) 1 Seaport Plaza 199 Water St., 20 th Floor New York, NY 10038	33%	Investment
BancBoston Ventures, Inc. ⁵ 175 Federal Street 10 th Floor Boston, MA 02110	27%	Investment
Seaport Capital Partners II, L.P. ⁶ 1 Seaport Plaza 199 Water St. 20th Floor New York, NY 10038	24%	Investment

⁴ The single General Partner of CEA Capital is CEA Investment Partners, LP ("CEAIP"). CEAIP is a limited partnership organized under the laws of the state of Delaware. Its principal business is investment. CEAIP's address is 101 E Kennedy Blvd., Ste. 3300, Tampa, FL 33602. CEAIP's single General Partner is CEA Capital Corp., a U.S. corporation organized under the laws of the state of Florida. CEA Capital Corp. is wholly owned by Atlantic American Holdings, Inc. ("Atlantic"), a U.S. corporation organized under the laws of the state of Delaware. Atlantic, whose principal business is investment, is wholly owned by J. Patrick Michaels, Jr., a U.S. citizen, whose primary business is investment. Mr. Michaels' address is 101 E Kennedy Blvd., Ste. 3300, Tampa, FL 33602.

⁵ BancBoston Ventures, Inc., together with its affiliates BancBoston Capital, Inc. and BancBoston Investments, Inc. (collectively the "BancBoston Capital Entities"), have invested over \$3.7 billion in private equity. The BancBoston Capital Entities are wholly-owned subsidiaries of FleetBoston Financial Corp. ("FleetBoston"). FleetBoston is a U.S. corporation organized under the laws of Rhode Island. FleetBoston is a publicly traded corporation. To the best of FleetBoston's knowledge, no single entity or person owned ten (10) percent or more of the equity or voting interests of FleetBoston. FleetBoston's address is 100 Federal Street, Boston MA 02110.

⁶ Seaport is a limited partnership organized under the laws of the state of Delaware. The principal business of Seaport is investment. Seaport's address is 1 Seaport Plaza, 199 Water St, 20th Floor, New York, NY 10038. The single General Partner of Seaport is CEA Investment Partners II, LLC ("CEAIP II"), a limited liability company organized under the laws of the state of Delaware. CEAIP II's principal business is investment. Its address is 1 Seaport Plaza, 199 Water St, 20th Floor, New York, NY 10038. The only member of CEAIP II with a derivative ownership of ten (10) percent or more in RLEC is Seaport Associates, LLC, which owns seventy-five (75) percent of CEAIP II. Seaport Associates, LLC, is an employee-owned Delaware limited liability company. No one employee owns a derivative ten (10) percent or more interest in RLEC.

Current Ownership Structure of RLEC (con't)

<u>Name</u>	<u>Percentage Ownership</u>	<u>Principal Business</u>
CEA Capital Partners USA CI, L.P. ⁷ (a Cayman Islands Limited Partnership) 101 E Kennedy Blvd. Ste. 3300 Tampa, FL 33602.	10%	Investment

No other entity currently owns ten (10) percent or more of RLEC.

(9) Certification as to whether or not Transferee is, or is affiliated with, a foreign carrier.

RLEC certifies that neither it nor any affiliate or successor is or will be foreign carriers, and that neither it nor any affiliate or successor is or will be affiliated with any foreign carrier.

(10) Certification as to whether or not Transferee seeks to provide international telecommunications services to any country for which certain conditions are true.

RLEC certifies that neither it nor any affiliate or successor will provide international telecommunications to any destination country for which RLEC or an affiliate or successor (1) is a foreign carrier in that country; (2) controls a foreign carrier in that country; (3) is owned more than 25% by or controlled by an entity that controls a foreign carrier in that country.

(11) Showing regarding provision of international telecommunications service to a country where the applicant is a foreign carrier or is affiliated with a foreign carrier.

N/A

(12) Regulatory classification under Section 63.10 of the Rules for foreign-affiliated carrier.

N/A

(13) Certification that applicant has not agreed to accept special concessions directly or indirectly from any foreign carrier.

RLEC, its affiliates and successor certify that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any US international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

⁷ Indirect control of CEA Capital CI rests with Mr. Michaels. *See supra* n. 4.

(14) Certification pursuant to 47 C.F.R. §§ 1.2001-1.2003 that no party to the application is subject to denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 583

Applicants hereby certify, pursuant to 47 C.F.R. §§ 1.2001-1.2003, that to the best of their knowledge, information, and belief, no party to the application is subject to denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 583.

(15) Qualification for streamlined processing.

This application qualifies for streamlined processing under Sections 63.12(a) and (b) of the Commission's rules. No party is affiliated with any foreign carrier in any destination market. No party has an affiliation with a dominant US carrier whose international switched or private line services the applicants seek authority to resell, and none is anticipated as a result of the public offering which likely will result in widely held interests. No party to this application seeks authority to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines. Authorization is sought to complete a public sale which would continue the current operations as a non-dominant carrier reselling the international switched services of one or more unaffiliated US carriers.

Transfer of Control of Domestic Section 214 Authorizations

Pursuant to Section 63.04(b) of the Commission's Rules, Applicants submit information required pursuant to Sections 63.04(a)(6) through 63.04(a)(12) of the Commission's Rules:

(1) Description of the transactions

This application proposes the transfer of control of the domestic Section 214 authorizations of various operating companies currently controlled or to be controlled by RLEC which will result from an initial public offering of IDSs. Specifically, this application proposes a transfer of control of the domestic operations of Otelco Telecommunications LLC, Otelco Telephone LLC, Hopper Telecommunications Company, Inc., Brindlee Mountain Telephone Company, Blountsville Telephone Company, Inc., and Mid-Missouri Telephone Company.

Prior to the public offering of IDSs on the American Stock Exchange, Otelco Holdings LLC, a Delaware limited liability company, will be merged into its parent, RLEC, which will be converted to a Delaware corporation and renamed Otelco Inc. ("Otelco"). Member interests in RLEC will be converted to IDSs and shares of Class B common stock, which has identical voting power to Class A common stock (one vote per share, with all classes of common stock voting as a single class on all matters presented to the shareholders for vote). The public offering of IDSs pairs one share of Class A common stock with an interest in senior

subordinated debt, and will result in up to 90% of the voting equity in Otelco being held by the public.⁸

Following this conversion, Otelco will purchase 100% of the shares of Mid-Missouri Holding Corp., the 100% owner of Mid-Missouri Telephone Company, from an affiliate of existing RLEC equity holders. Under a plan of merger with Mid-Missouri Parent, LLC, the sole owner of Mid-Missouri Holding Corp., Mid-Missouri Holding Corp. will merge into a new Otelco subsidiary and survive as a wholly-owned subsidiary of Otelco. Mid-Missouri Parent, LLC will receive IDs and shares of Otelco Class B common stock in consideration of the transaction.

The current ownership structure of Mid-Missouri Parent, LLC, is as follows:

<u>Name</u>	<u>Percentage Ownership</u>	<u>Principal Business</u>
CEA Capital Partners USA, L.P. ⁹ (a Delaware Limited Partnership) 1 Seaport Plaza 199 Water St. 20th Floor New York, NY 10038	68.8%	Investment
CEA Capital Partners USA CI, L.P. ¹⁰ (a Cayman Islands Limited Partnership) 101 E Kennedy Blvd. Ste. 3300 Tampa, FL 33602.	21.2%	Investment
David Jones (US Citizen) c/o P.O. Box 38, 215 Roe St. Pilot Grove, MO 65276-0038	10.0%	Aeronautics

⁸ See *supra* n. 2.

⁹ See *supra* n. 4 for information on ownership interest in CEA Capital Partners USA, L.P.

¹⁰ See *supra* n. 7 for information on ownership interests in CEA Capital Partners CI, L.P.

No other entity currently owns ten (10) percent or more of Mid-Missouri Parent, LLC, the 100% owner of Mid-Missouri Holding Corp., which is the 100% owner of Mid-Missouri Telephone Company. The contact information for Mid-Missouri Telephone Company is:

Denise Day, Co-President
Mid-Missouri Telephone Company
P.O. Box 38, 215 Roe St.
Pilot Grove, MO 65276-0038
Tel. 660-834-3311
Fax 660-834-6632

As noted above, RLEC's 100% subsidiary, Otelco Holdings, LLC, owns 100% of Otelco Telecommunications LLC. Otelco Holdings LLC also directly owns 100% of applicant Otelco Telephone LLC. In addition, Otelco Holdings LLC indirectly owns 100% of the interests in Blountsville Telephone Company, Inc. through its 100% ownership in Page & Kiser Communications, Inc. Similarly, Otelco Holdings LLC indirectly owns 100% of the interests in Brindlee Mountain Telephone Company through its 100% ownership of Brindlee Holdings LLC. Finally, Otelco Holdings LLC indirectly owns 100% of Hopper Telecommunications Company, Inc. through its 100% ownership of Hopper Holding Company, Inc. See Attachment 1. As part of this transaction, Applicants propose the merger of Otelco Holdings LLC into RLEC. The contact information for these companies is:

Blountsville Telephone Company, Inc. (an Alabama corporation)
BTC Long Distance, Inc. (an Alabama corporation)
P.O. Box 1049
Blountsville, AL 35031
Tel. 205-429-4141

Otelco Telephone LLC (a Delaware limited liability company)
Otelco Telecommunications LLC (a Delaware limited liability company)
Otelco Holdings LLC (a Delaware limited liability company)
Page & Kiser Communications, Inc. (an Alabama corporation)
Hopper Holding Company (an Alabama corporation)
Hopper Telecommunications Company, Inc. (an Alabama corporation)
Brindlee Holdings LLC (a Delaware limited liability company)
505 Third Avenue East
Oneonta, AL 35121
Tel. 205-625-3596

Brindlee Mountain Telephone Company
P.O. Box 130
Arab, AL 35016
Tel. 256-586-2682

After the proposed transactions, each operating entity will continue to operate in the same service territory, under the same trade name. The companies will continue to offer services pursuant to their current rates, terms and conditions. No carrier change charges are associated with the transaction, and no customer service or billing contact information will change as a result of the transfer. The transaction will not affect customers' preferred carrier freezes, and each operating company will continue to be responsible for resolving complaints against it.

Applicants have not filed applications with any state authority for the approval of the transactions contemplated by this application, believing that this transaction does not require state public service commission approval.

The Applicants seek to consummate this transaction on or before June 30, 2004.

(2) Description of the geographic areas in which the transferor and transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area

RLEC Subsidiaries

Upon consummation of the acquisition of Mid-Missouri Holding Corp., RLEC (and its successor, Otelco) will indirectly own and operate five independent rural local exchange carrier properties operating in rural north central Alabama and central Missouri, as follows:

- ◆ Otelco Telephone LLC, operating approximately 8470 lines in two exchanges in Blount County, Alabama;
- ◆ Brindlee Mountain Telephone Company operating approximately 13,136 lines in seven exchanges (Arab, Morgan City and Union Grove) in Marshall and Cullman counties, Alabama;
- ◆ Hopper Telecommunications Company, Inc., operating approximately 3805 lines in two exchanges (Snead and Walnut Grove) in Blount and Etowah counties, Alabama;
- ◆ Blountsville Telephone Company, Inc., operating approximately 4033 lines in two exchanges (Blountsville and Nectar) in Blount County, Alabama; and
- ◆ Mid-Missouri Telephone Company, operating approximately 4179 lines in twelve exchanges (Gilliam, Marshall Junction, Blackwater, Arrow Rock, Nelson, Pilot Grove, Bunceton, Fortuna, Speed, Latham, High Point and Miami) in Cooper, Moniteau, Morgan, Pettis and Saline counties, Missouri.

Each of these operating companies offers basic local exchange, exchange access, and vertical services, as well as DSL services to its customers. Each operating company also provides Internet access service. Each operating company faces some competition in portions of its respective service areas from wireless carriers, but to date, no wireline local exchange carrier

competition. Maps of the operating companies' service territories are appended to this Application as Attachment 2.

RLEC indirectly wholly owns Otelco Telecommunications LLC, a reseller of interstate and international toll service. Otelco Telecommunications LLC offers its services only to customers of the four Alabama rural local exchange carriers. Significant competition exists for intra and interstate toll business.

Mid-Missouri Telephone Company provides cable television services in the towns of Bunceton and Pilot Grove in Missouri. Otelco Telecommunications LLC provides cable television services in portions of Blount and Etowah counties in Alabama.

No Applicant provides competitive telephone exchanges services or competitive exchange access service.

RLEC Affiliates

CEA Capital USA, L.P., CEA Capital CI, L.P., or Seaport Capital Partners II, L.P. owns ten (10) percent or more of the following providers of telecommunications services:

- ◆ **Conversent Communications**—a facilities-based integrated communications provider of bundled voice, Internet, and advanced data services to businesses in the Northeast U.S.
- ◆ **Louisiana RSA No. 8 Limited Partnership**—a Cellular/PCS/SMR service provider in the state of Louisiana
- ◆ **Missouri RSA No. 7 Limited Partnership d/b/a Mid-Missouri Cellular**—a wireless service provider in the state of Missouri
- ◆ **Reserve Long Distance Company, Inc.**—a toll reseller based in Reserve, Louisiana
- ◆ **Reserve Telephone Company, Inc.**—an independent ILEC that operates approximately 5800 lines in southeastern Louisiana

BancBoston Capital Entities own ten (10) percent or more of the following providers of telecommunications services:

- ◆ **Arrival Communications**—a provider of local, long distance, and Internet services to business customers in second tier markets in California.

Upon consummation of the proposed transactions, none of CEA Capital USA, L.P., CEA Capital CI, L.P., Seaport Capital Partners II, L.P. or the BancBoston Capital Entities will be considered "affiliates" under the Commission's rules due to a dilution in ownership.

(3) Statement as to how the application fits into one or more of the presumptive streamlined categories in Section 63.03 of the Commission's Rules or why it is otherwise appropriate for streamlined treatment

The instant Application is entitled to streamlined processing under Section 63.03(b)(2) (iii) of the Commission's Rules because (a) applicant local exchange carriers collectively serve fewer than two (2) percent of the nation's subscriber lines and there are no new overlapping or adjacent service areas among applications arising as a result of the proposed transactions; and (b) the proposed transfer would result in Otelco subsidiaries having a market share in the interstate, interexchange market of less than 10 percent.

Collectively, RLEC's operating incumbent telephone companies, all of which are rural ILECs, as these are defined in Section 64.1902 of the Commission's Rules, serve far fewer than two percent of subscriber lines installed in the aggregate nationwide, and have no overlapping service areas. Altogether, the Applicants' telephone company subsidiaries serve approximately 34,000 access lines in rural portions of north central Alabama, and rural portions of central Missouri. This comprises a minute fraction of the 189,117,246 access lines in the nation, estimated as of June 2002 (FCC Industry Analysis and Technology Division, "Local Telephone Competition: Status as of June 30, 2002," Dec. 2002, Table 1).

Further, Applicants' relevant service territories neither overlap nor are adjacent. The relevant territories to be compared are those of Mid-Missouri Telephone Company with those of the subject Alabama ILECs. The affiliations among the Alabama ILECs remain unchanged as a result of the proposed transaction. The service territories of the Alabama ILECs do not overlap and are not adjacent to the service territory of Mid-Missouri Telephone Company.

No party is affiliated with a facilities-based domestic toll carrier. All domestic toll services are offered through the resale of the services of unaffiliated, facilities-based exchange carriers. Both before and after the proposed transaction, Otelco Telecommunications LLC has less than one percent (1.0%) of the interstate, interexchange market.

The proposed transaction will have no adverse effect on competition. The Applicants' subsidiaries' markets are individually and collectively so small that the proposed transaction will have no perceptible effect on competition. The Missouri property is non-adjacent to the existing Alabama properties, and the proposed transfer of control will have no competitive effect on the provision of service. Grant of streamlined treatment for this Application is consistent with Commission precedent.

(4) Identification of all other Commission applications related to the same transaction

At or about the time that this Application is being submitted, Applicants will apply to transfer the control of various radio maintenance and common carrier microwave licenses as follows:

Mid-Missouri Telephone Company

WG695 -- Common Carrier Fixed Point to Point Microwave

WLA734 -- Common Carrier Fixed Point to Point Microwave

Hopper Telecommunications Company, Inc.
KVJ578 -- Industrial/Business Pool, Conventional
WPGD386 – Other Industrial/Land Transportation

Blountsville Telephone Company, Inc.
WNJD921 – Industrial/Business Pool, Conventional

Brindlee Mountain Telephone Company
WPZJ731 – Industrial/Business Pool, Conventional

(5) Statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure

Neither party to the transaction is facing imminent business failure. Therefore, Applicants are not requesting special consideration for this reason.

(6) Identification of any separately filed waiver requests being sought in conjunction with the transaction

No separately filed waiver requests are being sought in conjunction with the transaction.

(7) Statement showing how grant of the application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets

The proposed ownership structure and investment participation will provide capital for the improvement and expansion of telecommunications services within existing service areas, may allow both the payoff of existing debt and also access to additional capital to assist with strategic and economic acquisitions as such opportunities may arise. The transaction will also enable customers of both the Alabama and Missouri rural operating companies to experience the benefit of projected efficiencies in operations which the consolidation promises.

Conclusion

For the foregoing reasons, the Applicants respectfully request that the Commission grant the requested on a streamlined basis.

Respectfully submitted,

Rural LEC Acquisition LLC,
Otelco Telecommunications LLC,
Otelco Telephone LLC,
Hopper Telecommunications
Company, Inc.,
Brindlee Mountain Telephone
Company
Blountsville Telephone
Company, Inc., and
Mid-Missouri Telephone Company,

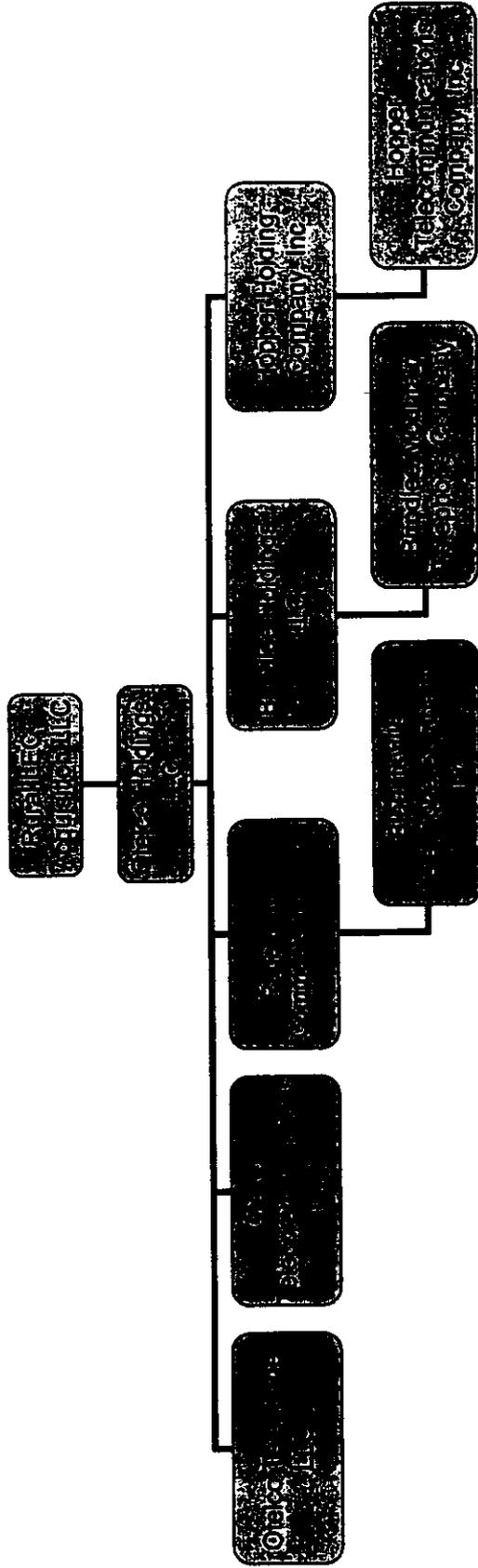
By:


Sylvia Lesse

of Counsel
Kraskin, Moorman & Cosson, LLC
2120 L Street, NW, Suite 520
Washington, DC 20037
(202) 296-8890

Date: 5/12/04

Current Structure of Rural LEC Acquisition LLC



DECLARATION OF DENISE DAY

I, Denise Day, Co-President of Mid-Missouri Telephone Company ("Mid-Missouri") do hereby declare under penalties of perjury that I have read the foregoing "JOINT APPLICATION FOR TRANSFER OF CONTROL OF DOMESTIC AND INTERNATIONAL AUTHORIZATIONS PURSUANT TO THE COMMISSION'S STREAMLINED PROCESSING RULES" and the information contained therein regarding Mid-Missouri and its affiliates is true and accurate to the best of my knowledge, information, and belief.

Date 5/6/04

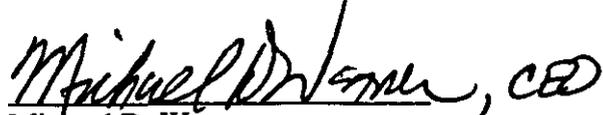


Denise Day
Co-President
Mid-Missouri Telephone Company

DECLARATION OF MICHAEL D. WEAVER

I, Michael D. Weaver, CEO of Rural LEC Acquisition LLC ("RLEC") do hereby declare under penalties of perjury that I have read the foregoing "JOINT APPLICATION FOR TRANSFER OF CONTROL OF DOMESTIC AND INTERNATIONAL AUTHORIZATIONS PURSUANT TO THE COMMISSION'S STREAMLINED PROCESSING RULES" and the information contained therein regarding RLEC and its affiliates is true and accurate to the best of my knowledge, information, and belief.

Date 5/5/04


Michael D. Weaver
CEO
Rural LEC Acquisition LLC

Certificate of Service

I, Darlene Poindexter, of Kraskin, Moorman & Cosson, LLC, 2120 L Street, NW, Washington, DC 20037, do hereby certify that on this 12th day of May, 2004, a copy of the forgoing "JOINT APPLICATION FOR TRANSFER OF CONTROL OF DOMESTIC AND INTERNATIONAL AUTHORIZATIONS PURSUANT TO THE COMMISSION'S STREAMLINED PROCESSING RULES" was mailed, US first class postage prepaid, to the following:


Darlene Poindexter

The Honorable Robert R. Riley
Governor of the State of Alabama
State Capital
600 Dexter Avenue
Montgomery, AL 36130-2751

*Rebecca Halstead
Policy Division
International Bureau
Federal Communications Commission
445 Twelfth Street SW
Washington, DC 20554

The Honorable Bob Holden
Governor of the State of Missouri
Missouri Capital Building
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PO Box 720
Jefferson City, MO 65102-0720

*William Dever, Deputy Chief
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Federal Communications Commission
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Department of Defense
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EB/CIP/SCA
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*Via Hand Delivery